

747926



ACCOUNT NO. : 072100000032

REFERENCE : 078845 7108707

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : December 24, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 078845-005

CUSTOMER NO: 7108707

CUSTOMER: Keith A. James, Esq  
Keith A. James, P.a.  
Suite 106  
5725 Corporate Way  
West Palm Beach, FL 33407

*Merger &  
Name  
Change*

FILED  
98 DEC 24 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

400002721954--8



HOME SAFE OF PALM BEACH COUNTY  
INC.  
This merger name/change  
was originally filed in  
error on 12/24/98 to #N93000005806, THE  
CHILDREN'S PLACE AND CONNOR'S NUR- INTO  
SERY FOUNDATION, INC. - Record corrected 12/7/99  
THE CHILDREN'S PLACE AT HOME  
SAFE, INC.

S. PAYNE DEC - 7 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*DR*  
12/31/98

RECEIVED  
98 DEC 24 AM 11:30

*\*02250, 00524, 00615, 00544  
00672*

*C*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

December 29, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: THE CHILDREN'S PLACE AND CONNOR'S NURSERY  
FOUNDATION, INC.  
Ref. Number: N93000005806

We have received your document for THE CHILDREN'S PLACE AND CONNOR'S NURSERY FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The Children's Place at Home Safe, Inc. (the surviving corporation) is not listed on our data base. If you are changing the name of the surviving corporation from The Children's Place and Connor's Nursery, Inc. to The Children's Place at Home Safe, Inc., please state so in paragraph #2 of the Articles of Merger.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 498A00060780

**RESUBMIT**

Please give original  
submission date as file date.

*Annette, per our conversation 12/29/98, I have  
corrected item 2 to reflect name change & also  
enclosed RIA signature & acceptance.*

*Thank you,  
Cecily*

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

RECEIVED  
DEC 31 AM 5:50  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

HOME SAFE OF PALM BEACH COUNTY, INC., a Florida corp., N93000003777

INTO

THE CHILDREN'S PLACE AND CONNOR'S NURSERY, INC. which changed its  
name to

**THE CHILDREN'S PLACE AT HOME SAFE, INC.**, a Florida entity, 747926.

File date: December 24, 1998

Corporate Specialist: Susan Payne.

**ARTICLES OF MERGER**

1. **THE CHILDREN'S PLACE AND CONNOR'S NURSERY, INC.**, being validly and legally formed under the laws of the State of Florida, and **HOME SAFE OF PALM BEACH COUNTY, INC.** ("Home Safe"), being validly and legally formed under the laws of Florida, have adopted a Plan of Merger

2. The name of the surviving corporation is **THE CHILDREN'S PLACE AND CONNOR'S NURSERY, INC.** which is being amended to **THE CHILDREN'S PLACE AT HOME SAFE, INC.** per Exhibit "A".

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Section 617.1101 of the Florida Not-For-Profit Corporation Act.

4. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

5. The Articles of Incorporation of the surviving corporation shall be amended and restated in the form of Exhibit "A", attached hereto and made a part hereof.

6. The surviving corporation does not have members.

7. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on October 21, 1998.

8. Home Safe does not have any members.

9. The Plan of Merger was adopted by the Board of Directors of Home Safe on December 14, 1998.

10. The Plan of Merger is attached hereto as Exhibit "B" and made a part hereof.

DATED: December 14, 1998.

(Corporate Seal)

THE CHILDREN'S PLACE AND CONNOR'S  
NURSERY, INC., a Florida not-for-profit  
corporation

By: [Signature]  
Gloria Pierson, Chairperson

Attest: \_\_\_\_\_

(Corporate Seal)

HOME SAFE OF PALM BEACH COUNTY, INC.  
a Florida not-for-profit corporation

By: [Signature]  
Robert Montgomery, Chairman

Attest: \_\_\_\_\_

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE CHILDREN'S PLACE AND CONNOR'S NURSERY, INC.**  
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

**ARTICLE I**  
**NAME**

The name of the Corporation is **THE CHILDREN'S PLACE AT HOME SAFE, INC.** The principal place of business shall be located in West Palm Beach, Palm Beach County, Florida.

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 2309 Ponce De Leon Avenue, West Palm Beach, Florida 33407.

Exhibit "A"

#### **ARTICLE IV**

##### **PURPOSES**

The general nature of the objects and purposes of this Corporation shall be to coordinate, develop and provide for programs and activities in the community designed to prevent child abuse and neglect, to gather information concerning child abuse and neglect, to disseminate information and training in the areas of prevention, detection and treatment of child abuse and neglect and to establish goals and priorities for the community to prevent, detect and treat child abuse and neglect.

In carrying out its purposes, the Corporation may receive, hold, invest and reinvest gifts and grants of money or property, collect income, sell property, and disburse funds to any person or organization, public or private.

#### **ARTICLE V**

##### **NO MEMBERS**

The Corporation shall not have members.

#### **ARTICLE VI**

##### **NO DISTRIBUTION OF PROFITS**

The Corporation is not organized for a pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer,

or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for one or more exempt purposes within the meaning of section 501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

## **ARTICLE VII**

### **PROHIBITION AGAINST POLITICAL ACTIVITIES**

No substantial part of the activities of the Corporation shall be devoted to the promulgation of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(a) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code.

## **ARTICLE VIII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 5725 Corporate Way, Ste 106, W. Palm Beach, FL 33407. The name of the registered agent of the Corporation at that address is Keith A. James, Esq.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The Corporation shall have no more than forty (40) nor fewer than fifteen (15) members on its board of Directors, which persons shall hold office until their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the directors of the Corporation are as follows:

	<b><u>Name:</u></b>	<b><u>Address:</u></b>
1.	Gloria Pierson	2220 S.W. 11 <sup>th</sup> Place Boca Raton, Florida 33486
2.	Michael Ostroff	Waters, Pelton, et al. 7108 Fairway Drive Suite 235 Palm Beach Gardens, FL 33418
3.	Susan Thomas	Touchstone Webb Realty Co. 105 S. Narcissus, Suite 602 West Palm Beach, FL 33401



4. Lynda Bideau  
North Palm Children's  
Physicians  
3360 Burns Road  
Suite 100  
Palm Beach Gardens, FL 33410
5. Elaine Johnson James  
Nason, Yeager, Gerson, et al.  
1645 Palm Beach Lakes Blvd.  
Suite 1200  
West Palm Beach, FL 33401
6. Jayne Malfitano  
2323 Areca Palm Road  
Boca Raton, FL 33432
7. Suzanne Blanchet-Jones  
600 Westwood Road  
West Palm Beach, FL 33401
8. Madelyn Caple  
First Union National Bank  
of Florida  
77 East Camino Real  
Boca Raton, FL 33432
9. Denise A. del Russo  
14661 Draffhorse Lane  
Wellington, FL 33414
10. Barbara Hill  
2849 Banyan Blvd. Circle N.W.  
Boca Raton, FL 33431
11. Lindy Harvey  
5649-C Foxhollow Drive  
Boca Raton, FL 33486
12. Mark A. Jones  
Sun-Sentinel  
333 S.W. 12th Avenue  
Deerfield Beach, FL 33442
13. Jim Koepnick  
Weitz Golf International  
11780 U.S. Highway One  
North Palm Beach, FL 33408
14. Elizabeth Marcadis  
7805 S. Flagler Drive  
West Palm Beach, FL 33405

15. Judith Rich 106 Stonebriar Boulevard  
Jupiter, FL 33458
16. John Mulhall, III Rutherford, Mulhall, et al.  
2600 North Military Trail  
4th Floor  
Boca Raton, FL 33431
17. Michael Landry Ivy MacKenzie Invest. Mgmt.  
P.O. Box 5007  
Boca Raton, FL 33431
18. Pamela Begelman 5053 Egret Point Circle  
Boca Raton, FL 33431
19. Robert Montgomery, Jr. P.O. Box 3086  
West Palm Beach, FL 33402
20. Barry Krischer 401 North Dixie Highway  
West Palm Beach, FL 33401
21. JulieAnn Allison 265 Edmore Road  
West Palm Beach, FL 33405
22. Patrick Rooney, Jr. 222 Lakeview Avenue  
Suite 1400  
West Palm Beach, FL 33401
23. Suzanne Rice 325 Worth Avenue  
Palm Beach, FL 33480
24. Rita Stein 210 Eden Road  
Palm Beach, FL 33480
25. Seymore Ziv 210 East 65th Street  
Apt. 12K  
New York, NY 10021
26. Lawrence Abramson 1850 Forest Hill Boulevard  
Suite 200  
West Palm Beach, FL 33406

27. Candace Beedle 8271 Bob-O-Link Drive  
West Palm Beach, FL 33412
28. Simon Fireman 1001 Marina Drive, #803  
North Quincy, MA 02171
29. Jody Gorran 12840 Meadowbreeze Drive  
Wellington, FL 33414
30. Richard Greenfield 24579 Deep Neck Road  
Royal Oak, MD 21662
31. Wilma Greenfield Moore 1400 N.W. 9th Avenue  
#12  
Boca Raton, FL 33486
32. David Layman 777 South Flagler Drive  
Suite 310 East  
West Palm Beach, FL 33401
33. Bettye King 625 North Flagler Drive  
Suite 501  
West Palm Beach, FL 33401
34. Anita K. Mitchell 319 Clematis Street  
Suite 804  
West Palm Beach, FL 33401
35. Jan Willinger 324 El Bravo Way  
Palm Beach, FL 33480
36. Gladys Ziv 210 East 65th Street  
Apt. 12K  
New York, NY 10021

#### **ARTICLE X**

##### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such non-profit charitable corporation(s), or municipal

corporation(s), as may be selected by the board of directors of the Corporation so that the business, property and assets of the Corporation shall then be used for, and devoted to, one or more exempt purposes withing the meaning of section 501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so dispose of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Under no circumstance shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to its members, directors, trustees or officers; it being the intent, in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objects and purposes herein set forth, that the property and assets then owned by the Corporation shall be devoted to one or more exempt purposes within the meaning of section 501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

## **ARTICLE XI**

### **BYLAWS**

The Bylaws of this Corporation may be adopted, altered or rescinded by majority vote of the Directors. The Bylaws may contain any provision for the regulation and management of the affairs for the Corporation not inconsistent with law or the Articles of Incorporation.

## **ARTICLE XII**

### **AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended by resolution adopted by the vote of two-thirds of the Directors present at any meeting of the Board of Directors duly called and at which a quorum is present; provided, however, that if the meeting is other than the annual meeting of the Board of Directors, three (3) days' advance written notice of the time, place and purpose of such meeting shall be given to each Director unless such notice shall be waived in writing.

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Children's Place at Home Safe, Inc.

2. The name and address of the registered agent and office is:

Keith A. James, Esq.

(Name)

5725 Corporate Way, Suite 106

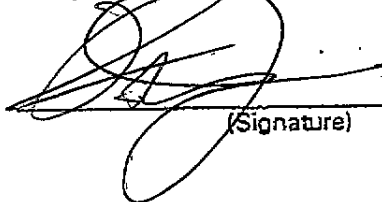
(P.O. Box not acceptable)

West Palm Beach, Florida 33407

(City/State/Zip)

FILED  
98 DEC 24 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)

December 30, 1998

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

## PLAN AND AGREEMENT OF MERGER

**THIS PLAN AND AGREEMENT OF MERGER** ("Agreement") is made and entered into as of December \_\_\_\_, 1998 by and between **THE CHILDREN'S PLACE AND CONNOR'S NURSERY, INC.**, a Florida not-for-profit corporation ("Children's Place") and **HOME SAFE OF PALM BEACH COUNTY, INC.**, a Florida not-for-profit corporation ("Home Safe").

### WITNESSETH:

**WHEREAS**, Children's Place is a Florida not-for-profit corporation formed under the laws of the State of Florida; and

**WHEREAS**, Home Safe is a Florida not-for-profit corporation formed under the laws of the State of Florida; and

**WHEREAS**, the mission of Children's Place is to provide a safe haven for the care and treatment of abused, abandoned, neglected, drug exposed and HIV/AIDS infected and affected infants and children; and

**WHEREAS**, the mission of Home Safe is to serve as a coordinated, integrated and interdisciplinary program for intervention in child abuse cases, focusing on child sexual abuse; and

**WHEREAS**, the Boards of Directors of Children's Place and Home Safe deem it desirable and in the best business interests of Children's Place and Home Safe that Home Safe be merged with and into Children's Place pursuant to the provisions of this Agreement and Section 617.1101 of the Florida Not-For-Profit Corporation Act;

**NOW, THEREFORE**, for and in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, Children's Place and Home Safe, intending to be legally bound, hereby agree as follows:

1. **MERGER.** Home Safe shall be merged with and into Children's Place (the "Merger").

2. **EFFECTIVE DATE.** The Merger shall become effective immediately upon the date on which the Articles of Merger are filed with the Florida Department of State in accordance with Section 617.1105 of the Florida Not-For-Profit Corporation Act.

3. **SURVIVING CORPORATION.** Children's Place shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. Except as herein specifically set forth, the identity, business, existence, purposes, powers, objects,

privileges, franchises, rights and immunities of Children's Place shall continue unaffected by the Merger. On the Effective Date, the separate corporate existence of Home Safe shall cease.

4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of Children's Place shall be amended and restated in their entirety as set forth in Exhibit "A", attached hereto and made a part hereof, and which Amended and Restated Articles shall be the Articles of Incorporation of Children's Place following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

5. **BYLAWS.** The Amended and Restated Bylaws of Children's Place immediately prior to the Effective Date shall be the Bylaws of Children's Place following the Effective Date, except as modified below:

a. Section 4.3 of the Bylaws shall be amended and restated to read, in its entirety, as follows:

"Section 4.3 **Number of Directors.** The Board of Directors shall be comprised of not fewer than fifteen (15) nor more than forty (40) Directors. The number of Directors shall be fixed from time to time by resolution of the Board of Directors. The Directors shall be divided, with respect to the time for which they severally hold office, into three (3) classes, with the term of office of the first class to expire at the first annual meeting of Directors, the term of office of the second class to expire at the annual meeting of Directors one year thereafter, and the term of office of the third class to expire at the annual meeting of Directors two years thereafter, with each Director to hold office until his or her successor shall have been duly elected and qualified, or until their earlier resignation, removal from office or both. At each annual meeting of Directors, Directors elected to succeed those Directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of Directors after their election, with each Director to hold office until his or her successor shall have been duly elected and qualified."

b. Section 6.2 of the Bylaws shall be amended and restated to read, in its entirety, as follows:

"Section 6.2 **Members of Executive Committee.** On or before July 1, 1999, the Executive Committee shall consist of fourteen (14) members of the Board of Directors of the Corporation, and shall be comprised of an equal number of representatives from



Robert M. Montgomery, Jr.  
JulieAnn Allison  
Suzanne Rice  
Seymore Ziv  
Elaine Johnson James  
Susan Thomas  
Jayne Malfitano

After July 1, 1999, the Executive Committee shall consist of those Directors who are, from time to time, also Officers of the Corporation, one Member at Large, and the Immediate Past President of the Corporation."

c. Section 7.3 of the Bylaws shall be amended and restated to read, in its entirety, as follows:

**“Section 7.3 Honorary Chairperson.** The Board of Trustees shall be headed by an Honorary Chairperson, appointed by the Executive Committee of the Board, who shall act as a liaison between the members of the Board and the Board of Trustees.”

d. Section 5.9 of the Bylaws shall be amended and restated to read, in its entirety, as follows:

**“Section 5.9 Members at Large.** A Member at Large may be designated by a majority vote of the Directors at a regular meeting, and such Member at Large shall serve as a member of the Executive Committee, and shall perform such other duties as the Board or President may designate.”

e. A new Section 9.4 shall be added to the Bylaws, which will read, in its entirety, as follows:

**“Section 9.4 Program Advisory Committee.** The President shall appoint two (2) or more members of the Board of Directors to serve as members of the Program Advisory Committee. The Program Advisory Committee shall be comprised of social service professionals interested in working in a voluntary capacity to provide professional support and technical assistance in program

areas. The Program Advisory Board may represent the Board of Directors at professional forums when necessary.

f. A new Section 9.5 shall be added to the Bylaws, which will read, in its entirety, as follows:

**"Section 9.5 Auxiliary/Fundraising Committee.** The President shall appoint two (2) or more members of the Board of Directors to serve as members of the Auxiliary/Fundraising Committee. The Auxiliary/Fundraising Committee shall be comprised of community volunteers who will sponsor special events and nurture donors for the purpose of raising money to support the agency operations and facilities.

6. **BOARD OF DIRECTORS.** The Board of Directors of the surviving entity shall initially be comprised of an equal number of representatives from Children's Place and Home Safe, and shall initially consist of the following persons, who shall serve for the designated terms, or until their respective successors are elected and qualified:

Gloria Pierson 3/  
2220 S.W. 11th Place  
Boca Raton, FL 33486

Michael Ostroff 3/  
Waters, Pelton, et al.  
7108 Fairway Drive  
Suite 235  
Palm Beach Gardens, FL 33418

Susan Thomas 2/  
Touchstone Webb Realty Co.  
105 S. Narcissus, Suite 602  
West Palm Beach, FL 33401

Lynda Bideau, M.D. 2/  
North Palm Children's  
Physicians  
3360 Burns Rd., Suite 100  
P. Bch. Gardens, FL 33410

Elaine Johnson James 3/  
Nason, Yeager, Gerson, et al.  
1645 Palm Beach Lakes Blvd.  
Suite 1200  
West Palm Beach, FL 33401

Jayne Malfitano 3/  
2323 Areca Palm Road  
Boca Raton, FL 33432

Barbara Hill 3/  
2849 Banyan Blvd.Cir. N.W.  
Boca Raton, FL 33431

Denise A. del Russo 1/  
14661 Drafthorse Lane  
Wellington, FL 33414

Madelyn Caple 1/  
First Union National Bank  
of Florida  
77 East Camino Real  
Boca Raton, FL 33432

1/  
Term expiring June 30, 1999

2/  
Term expiring June 30, 2000

3/  
Term expiring June 30, 2001

Suzanne Blanchet-Jones 2/  
600 Westwood Road  
West Palm Beach, FL 33401

Lindy Harvey 1/  
5649-C Foxhollow Drive  
Boca Raton, FL 33486

Mark A. Jones 3/  
Sun-Sentinel  
333 S.W. 12th Avenue  
Deerfield Beach, FL 33442

Jim Koepnick 1/  
Weitz Golf International  
11780 U.S. Highway One  
N. Palm Beach, FL 33408

Elizabeth Marcadis 2/  
7805 S. Flagler Drive  
West Palm Beach, FL 33405

Judith Rich 2/  
106 Stonebriar Boulevard  
Jupiter, FL 33458

John Mulhall, III 2/  
Rutherford, Mulhall, et al.  
2600 North Military Trail  
4th Floor  
Boca Raton, FL 33431

Michael Landry 1/  
Ivy Mackenzie Invest. Mgmt.  
P.O. Box 5007  
Boca Raton, FL 33431

Pamela Begelman 1/  
5053 Egret Pointe Circle  
Boca Raton, FL 33431

Robert M. Montgomery, Jr. 1/Barry Krischer 1/  
P.O. Box 3086  
West Palm Beach, FL 33402

401 North Dixie Highway  
West Palm Beach, FL 33401

JulieAnn Allison 1/  
265 Edmore Road  
West Palm Beach, FL 33405

Patrick J. Rooney, Jr. 2/  
222 Lakeview Avenue  
Suite 1400  
West Palm Beach, FL 33401

Suzanne Rice 3/  
325 Worth Avenue  
Palm Beach, FL 33480

Rita E. Stein 2/  
210 Eden Road  
Palm Beach, FL 33480

Seymore Ziv 2/  
210 East 65th Street  
Apt. 12K  
New York, NY 10021

Lawrence Abramson 2/  
1850 Forest Hill Boulevard  
Suite 200  
West Palm Beach, FL 33406

Candace Beedle 3/  
8271 Bob-O-Link Drive  
West Palm Beach, FL 33412

Simon Fireman 3/  
1001 Marina Drive, #803  
North Quincy, MA 02171

Jody Gorran 2/  
12840 Meadowbreeze Drive  
Wellington, Florida 33414

Richard Greenfield 2/  
24579 Deep Neck Road  
Royal Oak, MD 21662

1/  
Term expiring June 30, 1999

2/  
Term expiring June 30, 2000

3/  
Term expiring June 30, 2001

David Layman 3/  
777 S. Flagler Drive  
Suite 310 East  
West Palm Beach, FL 33401

Bettye King 1/  
625 North Flagler Drive  
Suite 501  
West Palm Beach, FL 33401

Anita K. Mitchell 3/  
319 Clematis Street  
Suite 804  
West Palm Beach, FL 33401

Wilma Greenfield-Moore 3/  
1400 N.W. 9th Avenue  
#12  
Boca Raton, FL 33486

Jan Willinger 3/  
324 El Bravo Way  
Palm Beach, FL 33480

Gladys Ziv 2/  
210 East 65th Street  
Apt. 12K  
New York, NY 10021

7. **OFFICERS.** The officers of Children's Place immediately prior to the Effective Date shall be the officers of Children's Place following the Effective Date, and such persons shall serve for the term provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. **RIGHTS AND LIABILITIES OF HOME SAFE.** At and after the Effective Date, the business, identity, existence, immunities, rights, privileges, purposes, powers, objects and franchises, and all the property, real, personal and mixed, of each of Children's Place and Home Safe (the "Constituent Corporations") and all other things in action belonging to either of them, and debts due to either of them on whatever account, shall be deemed to be vested in Children's Place without further act or deed; and all and every such interest shall be thereafter as effectively the property of Children's Place as they were of the Constituent Corporations, and the title to any real property vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; and Children's Place shall thenceforth be liable for all debts, obligations, duties and penalties of each of the Constituent Corporations, and all said debts, liabilities, obligations, duties and penalties shall thenceforth attach to Children's Place and may be enforced against it to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it.

9. **GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

1/  
Term expiring June 30, 1999

2/  
Term expiring June 30, 2000

3/  
Term expiring June 30, 2001

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Plan and Agreement of Merger to be executed.

**THE CHILDREN'S PLACE AND  
CONNOR'S NURSERY, INC.**, a Florida  
not-for-profit corporation (the Surviving  
Corporation)

By: \_\_\_\_\_

Attest: \_\_\_\_\_

**HOME SAFE OF PALM BEACH  
COUNTY, INC.**, a Florida not-for-profit  
corporation (the Non-Surviving  
Corporation)

By: \_\_\_\_\_

Attest: \_\_\_\_\_